

# **EXHIBIT N**

**RESOLUTION NO. 06-01-2020-05**

**BIG VALLEY BAND OF POMO INDIANS OF THE BIG VALLEY RANCHERIA**

**A RESOLUTION APPROVING PETITION FOR TRANSFER OF ASSETS,  
OBLIGATIONS, AND LIABILITIES OF GRANITE ACQUISITIONS, LLC TO  
ZENRESOLVE, LLC.**

- WHEREAS,** the Big Valley Band of Pomo Indians of the Big Valley Rancheria (the “Tribe”) is a federally recognized Indian tribe, with the inherent sovereignty to make its own laws, and be governed by them; and
- WHEREAS,** the Tribe is governed pursuant to a Constitution and Bylaws (the “Constitution”) approved by the Secretary of the Interior under the Indian Re-Organization Act of 1934; and
- WHEREAS,** the elected officers comprise the Tribal Business Committee with such powers as are delegated to it by the General Community Council; and
- WHEREAS,** the Tribal Business Committee has the authority to manage economic affairs and enterprises, pursuant to Article IV, Section 1(e) and Section 1(g) of the Constitution and General Community Council Resolution No. 030197-4; and
- WHEREAS,** the Tribal Business Committee, in an exercise of its authority, approved, authorized, and formed Peak Acquisition, LLC (“Peak Acquisition”) pursuant to Resolution No. 05-28-2020-04 and the Tribe’s Business Ordinance, expressly intended to create it as an arm of the Tribe, and vest it with the Tribe’s privileges and immunities; and
- WHEREAS,** the Tribal Business Committee, in an exercise of its authority, approved, authorized, and formed Peak Servicing, LLC (“Peak Servicing”) pursuant to Resolution No. 05-28-2020-05 and the Tribe’s Business Ordinance, expressly intended to create it as an arm of the Tribe, and vest it with the Tribe’s privileges and immunities; and
- WHEREAS,** Peak Acquisition, in an exercise of its authority, approved, authorized and formed Granite Acquisitions, LLC (“Granite Acquisitions”) pursuant to its Resolution No. 05-29-2020-05; and
- WHEREAS,** Peak Servicing, in an exercise of its authority, approved, authorized and formed ZenResolve, LLC (“ZenResolve”) pursuant to its Resolution No. 05-29-2020-05; and
- WHEREAS,** Granite Acquisitions desires to transfer and assign to ZenResolve and ZenResolve desires to receive and assume from Granite Acquisitions ownership of all the assets, and certain obligations and liabilities, of Granite Acquisitions pursuant to Section 106(B) of the Big Valley Band of Pomo Indians of the Big Valley Rancheria Assets and Obligations Transfer Ordinance (“Transfer Ordinance”), enacted by the Tribal Business Committee pursuant to Resolution No. 05-28-2020-03; and

**WHEREAS,** Granite Acquisitions has prepared and submitted to the Tribal Business Committee the attached Petition for Transfer required by the Transfer Ordinance seeking approval from the Tribal Business Committee for a transfer of ownership of all assets, and the obligations and liabilities specified therein, of Granite Acquisitions; and

**WHEREAS,** both Granite Acquisitions and ZenResolve approved the Petition for Transfer; and

**WHEREAS,** the Tribal Business Committee has reviewed the attached Petition for Transfer and has determined that the petition is sufficient and that approval of the petition to transfer ownership of all the assets, and assign the obligations and liabilities specified therein, of Granite Acquisitions to ZenResolve pursuant to the Petition for Transfer is in the best interest of Granite Acquisitions, ZenResolve, and the Tribe.

**SO, THEREFORE BE IT RESOLVED,** that the Tribal Business Committee hereby approves the attached Petition for Transfer and all assets of Granite Acquisitions, LLC and those obligations and liabilities of Granite Acquisitions, LLC specified in the Petition for Transfer shall transfer pursuant to the Petition for Transfer to, and be assumed by, ZenResolve, LLC, effective upon the execution and delivery by Granite Acquisitions, LLC and ZenResolve, LLC of the Bill of Sale and Assignment and Assumption Agreement (the "Assignment") specified in the Petition for Transfer.

**BE IT FURTHER RESOLVED,** that the Tribal Business Committee approves the form, terms and provisions of the Assignment.

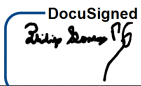
**BE IT FURTHER RESOLVED,** that the Tribal Business Committee hereby ratifies and approves any waiver of sovereign immunity contained in any contract or agreement included in the assets and liabilities assigned by Granite Acquisitions, LLC to ZenResolve, LLC and ratifies and confirms that such approval continues after the assumption by ZenResolve, LLC of the obligations under such contracts and agreements.

**BE IT FURTHER RESOLVED,** that the Tribal Business Committee acting on behalf of the Tribe, as the sole member of Peak Acquisition, LLC, approves, as sole member, the transactions contemplated by the Petition for Transfer.

**BE IT FURTHER RESOLVED** that the Tribal Business Committee of the Big Valley Band of Pomo Indians of the Big Valley Rancheria hereby authorizes and directs the Chairman of the Tribe or his designee to execute all documents and take all further action necessary or appropriate to duly implement the provisions of this resolution.


### **CERTIFICATION**

The signatures below certify that the above resolution was adopted at a duly called meeting of the Tribal Business Committee, at which quorum was established on June 1, 2020, by a vote of 4 FOR, 0 OPPOSED, and 0 Abstaining.

DocuSigned by:  
  
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Phillip Gomez, Tribal Chairman

6/01/2020  
Date

DocuSigned by:



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Attested to: Vivian McCloud, Tribal Secretary

6/01/2020

Date